IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

ROSETTA STONE LTD., Plaintiff, vs. GOOGLE INC., Defendant.	)	**Civ. Action No. 1:09-cv-00736(GBL/TCB)**

PLAINTIFF'S UNOPPOSED MOTION FOR LEAVE
TO FILE A FIRST AMENDED COMPLAINT

Pursuant to Federal Rule of Civil Procedure 15(a)(2), and for the reasons stated in the accompanying memorandum, Rosetta Stone moves the Court for leave to file a First Amended Complaint. Without accepting the arguments presented in support of Rosetta Stone's motion, Defendant Google does not oppose the motion. The parties further have agreed to waive oral argument. The proposed First Amended Complaint would make the following changes:

1. First, Rosetta Stone proposes to simplify the issues for trial by reducing the number of trademarks at issue. Accordingly, Rosetta Stone seeks leave to withdraw with prejudice the following eight marks from its Complaint: GLOBAL TRAVELER, LANGUAGE LIBRARY, DYNAMIC IMMERSION, THE FASTEST WAY TO LEARN A LANGUAGE. GUARANTEED., ADAPTIVE RECALL, CONTEXTURAL FORMATION, SHAREDTALK and AUDIO COMPANION.

2. Second, as an administrative matter, Rosetta Stone would delete Counts IV and VIII, which were dismissed pursuant to the Court's September 21, 2009 Order.[1]

3. Third, Rosetta Stone would add a single count to pursue recovery under an alternate theory of liability – Virginia common law unjust enrichment – that depends on the same facts already pled in the Complaint.

The First Amended Complaint, and a redlined copy showing the proposed changes, are attached as Exhibits 1 and 2.

Respectfully submitted,

March 3, 2010

/s/

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[1] In doing so, Rosetta Stone does not intend to waive any rights it has to appeal dismissal of the counts at issue and hereby expressly reserves its right to appeal dismissal of these claims.

CERTIFICATE OF SERVICE

I hereby certify that on March 3, 2010 I will electronically file the foregoing with the Clerk of the Court using the CM/ECF system which will then send a notification of such filing (NEF) to the following:

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March 3, 2010

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